

THE TENNESSEE REGULATORY AUTHORITY

AT NASHVILLE, TENNESSEE

January 29, 2003

IN RE:

**NOTICE OF NAME CHANGE BY
TALK.COM HOLDING CORPORATION
D/B/A THE OTHER PHONE COMPANY**

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**DOCKET NO.
01-00410**

ORDER APPROVING NAME CHANGE

This matter came before Chairman Sara Kyle, Director Pat Miller and Director Ron Jones of the Tennessee Regulatory Authority ("Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on September 9, 2002, for consideration of the request of Talk.com Holding Corporation ("Talk.com") to renew its Notice of Name Change.

Background

Talk.com is certificated to operate as a reseller of local and long distance services in Tennessee. In early 2001, the Consumer Services Division ("CSD") of the TRA commenced an investigation of a number of consumer complaints alleging that Talk.com had violated the slamming or cramming provisions of TENN. CODE ANN. § 65-4-125(a) and (b) or the Tennessee Do-Not-Call Telephone Sales Solicitation law, TENN. CODE ANN. § 65-4-401, *et seq.*, and their concomitant regulations, TENN. COMP. R. & REGS. 1220-4-2-.56, 1220-4-2-.58 and 1220-4-11-.07.

At a regularly scheduled Authority Conference on March 6, 2001, the Directors of the TRA, acting pursuant to TENN. CODE ANN. § 65-2-106 and § 65-4-125(e), voted unanimously

to open a docket for the purpose of further investigation and the initiation of show cause proceedings against Talk.com and its affiliates.¹ The Authority convened Docket No. 01-00216 for that purpose.

On April 9, 2001, Talk.com Holding Corp. amended its Articles of Incorporation to change its name to Talk America, Inc. This name change reflects the Company's nationwide reach, and allowed the Company to have all of its entities operate under one brand name.

On May 7, 2001, Talk.com filed a Notice of Name Change requesting the Authority to officially recognize that Talk.com had amended its articles of incorporation to change its name to Talk America, Inc. Talk.com also filed with the Authority Local and Access Replacement Tariffs reflecting the name change.

At a regularly scheduled Authority Conference on June 12, 2001, the Directors voted unanimously to defer action on Talk.com's request for Authority approval of its name change pending the outcome of Docket No. 01-00216. On November 8, 2001, the Authority issued the *Order Requiring Talk.com to Appear and Show Cause Why a Cease and Desist Order and/or Fine Should Not Be Imposed*. Subsequently, Talk.com and the CSD entered into a proposed Settlement Agreement, which was approved by the panel of Directors assigned to this docket at the regularly scheduled Authority Conference on July 23, 2002.²

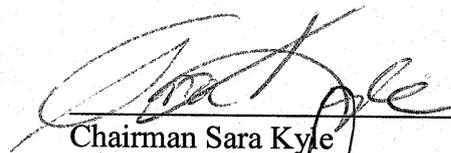
¹ Talk.com is affiliated with or also known as Access One, Access One Communications, Omni-call, The Phone Company, The Other Phone Company, Talk America and Tel-save. The TRA approved a settlement agreement between the CSD and Access One at a regularly scheduled Authority Conference held on August 15, 2000. Access One merged with an affiliate of Talk.com on August 9, 2000.

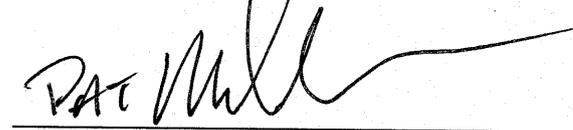
² The panel that unanimously voted to open this docket consisted of Chairman Sara Kyle, Director H. Lynn Greer, Jr. and Director Melvin Malone. The terms of these Directors expired on June 30, 2002. Chairman Kyle was re-appointed and commenced a new term as a Director of the Authority on July 1, 2002. Deborah Taylor Tate, Pat Miller, and Ron Jones began terms as Directors on July 1, 2002. Pursuant to the requirements of the amended provisions of Tenn. Code Ann. § 65-1-204, a three member voting panel consisting of Chairman Kyle and Director Tate and Director Miller was randomly selected and assigned to TRA Docket No. 01-00216. An Order reflecting the panel's approval of the Settlement Agreement in TRA Docket No. 01-00216 was issued on September 9, 2002.

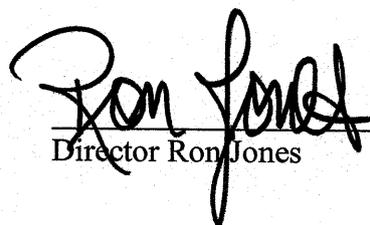
On August 20, 2002, Talk.com renewed its request that the TRA consider its Notice of Name Change. The voting panel consisting of Chairman Kyle, Director Miller and Director Jones considered this request during the regularly scheduled Authority Conference on September 9, 2002. After considering Talk.com's Notice of Name Change, the panel concluded that Talk.com had satisfied all the requirements for changing its name set forth in TENN. CODE ANN. § 65-4-113.

IT IS THEREFORE ORDERED THAT:

1. The name change request of Talk.com Holding Corporation d/b/a The Phone Company to Talk America, Inc is approved.
2. Talk America, Inc. shall comply with all applicable TRA rules and regulations.
3. This order shall be retained as proof of certification with this Authority and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.


Chairman Sara Kyle


Director Pat Miller


Director Ron Jones